

Arizona Limited Liability Company Act

SB 1353, signed by Governor Ducey on April 10, 2018
became effective September 1, 2019.

It repealed Arizona's prior LLC Act on September 1, 2020

Search:

Statute	Article 1. General Provisions
<u>Section 29-3101</u>	Title
<u>Section 29-3102</u>	Short Title
<u>Section 29-3103</u>	Definitions
<u>Section 29-3104</u>	Knowledge; Notice
<u>Section 29-3105</u>	Governing Law
<u>Section 29-3106</u>	Operating Agreement; Scope, Function & Limitations
<u>Section 29-3107</u>	Operating Agreement; Effect on Limited Liability Company & Persons Beco Preformation Agreement
<u>Section 29-3108</u>	Operating Agreement; Amendment; Effect on Third Parties & Relationship to Effective on Behalf of Limited Liability Company
<u>Section 29-3109</u>	Nature, Purpose & Duration of Limited Liability Company
<u>Section 29-3110</u>	Powers
<u>Section 29-3111</u>	Application to Existing Relationships
<u>Section 29-3112</u>	Supplemental Principles of Law & Equity
<u>Section 29-3113</u>	Permitted Names
<u>Section 29-3114</u>	Reservation of Name
<u>Section 29-3115</u>	Registration of Name
<u>Section 29-3116</u>	Statutory Agent
<u>Section 29-3117</u>	Statement of Change
<u>Section 29-3118</u>	Resignation of Statutory Agent
<u>Section 29-3119</u>	Change of Name or Address by Statutory Agent
<u>Section 29-3120</u>	Service of Process, Notice or Demand
<u>Section 29-3121</u>	Delivery of Record
<u>Section 29-3122</u>	Reservation of Power to Amend or Repeal
<u>Section 29-3123</u>	Powers of Commission
<u>Section 29-3201</u>	Taxation
<u>Section 29-3202</u>	Article 2. Formation; Articles of Organization and other Filings
<u>Section 29-3203</u>	Formation of Limited Liability company; Articles of Organization
<u>Section 29-3204</u>	Amendment or restatement of Articles of Organization
<u>Section 29-3205</u>	Signing of Records to be Delivered for Filing to the Commission
<u>Section 29-3206</u>	Signing and Filing Pursuant to Judicial Order
	Liability for Inaccurate Information in Filed Record
	Filing Requirements

	Article 1. General Provisions
<u>Section 29-3207</u>	Effective Date & Time
<u>Section 29-3208</u>	Withdrawal of Filed Record before Effectiveness
<u>Section 29-3209</u>	Correcting Filed Record
<u>Section 29-3210</u>	Duty of Commission to File; Refusal to File; Delivery of Record by Commission
<u>Section 29-3211</u>	Certificate of Good Standing or Registration
<u>Section 29-3212</u>	Interrogatories by the Commission; Information Disclosed by Interrogatories
<u>Section 29-3213</u>	Fees; Filing Services; Definition
<u>Section 29-3301</u>	Agency Power of Member & Manager
<u>Section 29-3302</u>	Reserved.
<u>Section 29-3303</u>	Reserved.
<u>Section 29-3304</u>	Liability of Members & Managers
	Article 4. Relations of Members to Each Other & to Limited Liability Company
<u>Section 29-3401</u>	Becoming a Member; Transferable Interest; Ownership of Interest in Limited Company
<u>Section 29-3402</u>	Form of Contribution
<u>Section 29-3403</u>	Liability for Contributions
<u>Section 29-3404</u>	Sharing of and Right to Distributions Before Dissolution
<u>Section 29-3405</u>	Limitations on Distributions
<u>Section 29-3406</u>	Liability for Improper Distributions
<u>Section 29-3407</u>	Management of Limited Liability Company
<u>Section 29-3408</u>	Reimbursement; Indemnification; Advancement; Insurance
<u>Section 29-3409</u>	Standards of Conduct for Members & Managers
<u>Section 29-3410</u>	Records to be Kept; Rights to Information and Records of Member, Manager Dissociated as Member
	Article 5. Transferable Interests & Rights of Transferees & Creditors
<u>Section 29-3501</u>	Nature of Transferable Interest
<u>Section 29-3502</u>	Transfer of Transferable Interest
<u>Section 29-3503</u>	Charging Order
<u>Section 29-3504</u>	Power of Legal Representative of Deceased Member
	Article 6. Dissociation
<u>Section 29-3601</u>	Power to Dissociate as Member; Wrongful Dissociation
<u>Section 29-3602</u>	Events Causing Dissociation
<u>Section 29-3603</u>	Effect of Dissociation
	Article 7. Dissolution and Winding Up
<u>Section 29-3701</u>	Events Causing Dissolution
<u>Section 29-3702</u>	Winding Up
<u>Section 29-3703</u>	Rescinding Dissolution
<u>Section 29-3704</u>	Known Claims Against Dissolved Limited Liability Company
<u>Section 29-3705</u>	Other Claims Against Dissolved Limited Liability Company
<u>Section 29-3706</u>	Court Proceedings
<u>Section 29-3707</u>	Disposition of Assets in Winding Up

	Article 1. General Provisions
<u>Section 29-3708</u>	Administrative Dissolution
<u>Section 29-3709</u>	Reinstatement
<u>Section 29-3710</u>	Judicial Review of Denial of Reinstatement
	Article 8. Actions by Members
<u>Section 29-3801</u>	Direct Action by Member
<u>Section 29-3802</u>	Derivative Action
<u>Section 29-3803</u>	Proper Plaintiff
<u>Section 29-3804</u>	Pleading in a Derivative Action
<u>Section 29-3805</u>	Special Litigation Committee
<u>Section 29-3806</u>	Proceeds and Expenses; Voluntary Dismissal or Settlement
<u>Section 29-3807</u>	Other Remedies in Direct & Derivative Actions
	Article 9. Foreign Limited Liability Companies
<u>Section 29-3901</u>	Governing Law
<u>Section 29-3902</u>	Registration to do Business in this State
<u>Section 29-3903</u>	Foreign Registration Statement
<u>Section 29-3904</u>	Amendment of Foreign Registration Statement
<u>Section 29-3905</u>	Activities not Constituting Doing Business
<u>Section 29-3906</u>	Noncomplying Name of Foreign Limited Liability Company
<u>Section 29-3907</u>	Reserved.
<u>Section 29-3908</u>	Withdrawal on Dissolution
<u>Section 29-3909</u>	Reserved.
<u>Section 29-3910</u>	Termination of Registration
<u>Section 29-3911</u>	Withdrawal of Registration
<u>Section 29-3912</u>	Action by Attorney General
	Article 10. Merger, Interest Exchange, Conversion, Domestication & Division
<u>Section 29-4001</u>	Definitions
<u>Section 29-4002</u>	Appraisal Rights
<u>Section 29-4003</u>	Entity Restructuring Transactions
<u>Section 29-4004</u>	Action on Plan
<u>Section 29-4005</u>	Statement of Merger or other Transaction as Articles of Termination; Publication
	Article 11. Professional Limited Liability Companies
<u>Section 29-4101</u>	Definitions
<u>Section 29-4102</u>	Professional Limited Liability company Formation
<u>Section 29-4103</u>	Exclusions from Article
<u>Section 29-4104</u>	Application of General Limited Liability Company Law
<u>Section 29-4105</u>	Special Restrictions
<u>Section 29-4106</u>	Name
<u>Section 29-4107</u>	Professional Relations & Responsibility
<u>Section 29-4108</u>	Disciplinary Powers of Regulating Licensing Authorities
	Article 12. Miscellaneous Provisions
<u>Section 29-4201</u>	Uniformity of Application and Construction

Note: As of September 1, 2020, this statute applies to all Arizona LLCs . The text above shows the statute as of January 1, 2023. To see if the Arizona legislature modified this statute after January 1, 2023, go the the Arizona legislature's website for [Title 29, Chapter 7](#).